



**What happens
When GOOD food. . .

Goes Bad.**

CONCEPT

FOODFIGHT! is about what happens in a supermarket at night when all the people leave and the lights go out. First it's just dark. Then there's a beat, then another beat, then another. Then - wham! All the lights come back on, but they're not your ordinary supermarket lights.

The supermarket now looks like a busy city—a "marketopolis" with the aisles like city streets and product boxes like buildings. With the new night lighting, the Asian food aisle becomes Chinatown and the cereal aisle looks like Broadway in New York with Raisin Bran appearing like the Ed Sullivan Theatre. The Italian aisle looks like Rome in all its glory, the cookies and candy become a brightly lit party like the French Quarter during Mardi Gras and the spice and seasoning aisle become the magic and mystery of Cairo.

Out of each of these buildings (remember, during the day they are stacks of boxes), come the Product Icons (Ikes, as we call 'em). They aren't actual food items, but the characters that represent the food. All the ones you know and love, like Twinkie the Kid, Mr. Clean, Charlie the Tuna and dozens more. You also meet lots of new product Ikes, like Dex Dogtective from Cinnamon Sleuth Cereal, Daredevil Dan from Daredevil Dan's Chocolate Bars, and Sunshine Goodness from Sunshine Goodness Raisins.

The city comes alive with thousands of Ikes and vehicles and lights and traffics and smells and noises. Music is blaring. It's like Manhattan on a great Saturday night when Frank Sinatra came to town. All the Ikes are heading to the hippest place in the city, the Copa Banana Bar—a juice joint (and we do mean juice) if there ever was one.

The "Banana" is run by Dex Dogtective who used to be head of the USDA, the United Supermarket Defense Association (Motto: To Protect and Serve Ourselves). But Dex lost his girlfriend, Sunshine Goodness when she mysteriously disappeared and he was never able to find her. And because he couldn't solve the case and find his one true love, he quit the USDA and now runs the Banana.

One day a new brand arrives at the store and that night the brand's leader saunters into the Banana, the stone cold gorgeous Lady X from Brand X

detergent. Dex is knocked out by her beauty, as is the rest of the store, and especially Daredevil Dan who falls hard for her.

But beware, turns out Lady X is not quite what she seems. Not only is Brand X bad for people, but they also have plans to take over the entire store one product at a time! By injecting an evil "deservative" (the opposite of preservative), *good food turns bad* and coincidentally is replaced with Brand-X products.

So, can the supermarket be saved?

All of us at some point or another have been faced with a task we thought we couldn't do. And Dex is no exception. Saving the store is the furthest thing from his mind, but now it's up to him and his best friend Dan to take back the store from evil Brand X and save the day in what will surely be the biggest FOODFIGHT ever seen.

Imagine shopping cart chase scenes up and down the aisles in the same manner as Ben Hur.....

Imagine thousands of characters battling for grocery store supremacy...

Imagine a world you thought you knew coming to life in a way you've never seen before...

Imagine the trailer....

Lions Gate Family Entertainment is releasing the fully CG animated pic as their flagship theatrical film due out for wide release in Fall 2006. FOODFIGHT! is a big, fun, movie for the whole family, kids, teens and adults.

Lions Gate Entertainment is the premier independent producer and distributor of motion pictures, home entertainment, family entertainment, television programming and video-on-demand content. Its prestigious and prolific library of approximately 8000 titles is one of the largest in the entertainment industry. The Lions Gate brand name is synonymous with original, daring, quality entertainment in markets around the globe.

Threshold Animation Studios (Threshold) is a groundbreaking digital production facility that produces digitally animated feature films, digitally animated television shows, location based entertainment and digital visual effects. Through the creation of digitally animated feature films, Threshold is a leading provider of blockbuster entertainment franchises around the world. Threshold's films are often based on a line-up of the biggest, boldest, best-known entertainment properties and characters in the world. Today, management believes that Threshold is the only digital animation studio in the world producing digitally animated feature films, location based entertainment, visual effects and prime-time digitally animated television series. Threshold is a subsidiary of Hollywood's leading Intellectual Property Publishing company Threshold Entertainment, the company that helped turn *Mortal Kombat* into a nearly \$5 billion dollar franchise.

Threshold does work for all the major networks and studios including Sony Pictures, Universal Studios, Discovery, Fox, Disney, Miramax, TNT, Canal +, and Nickelodeon. Most recently Threshold completed a stereoscopic (the kind that you where glasses) 3-D animated movie for Hershey's Chocolate World Theme-park and Star Trek "Borg Invasion 4-D" for the Las Vegas Hilton Hotel and Paramount Parks. Threshold also recently completed one of the most advanced theme-park rides ever made for Disney World's Epcot Resort in Orlando Florida.

In FOODFIGHT! there are more characters, more digital performance animation and more completely digital sets on the screen doing more at any one time than almost any other film in history. In fact, there are over 300

locations and more than 200 characters. FOODFIGHT! is one of the most complex digitally animated movies ever produced.

Much in the same way *Toy Story* brought real toys to life, the stars of this film explode off the screen with an unbelievable level of detail, depth and personality that could only be done using 3-D computer generated animation techniques. Using its Santa Monica, California based world headquarters as the central animation studio; Threshold is utilizing its revolutionary on-line virtual production facility to create this groundbreaking computer animated movie.

Threshold has forged a revolutionary technology alliance with IBM Corporation, giving the company unparalleled access to technology that enables it to make its digitally animated films faster, more cost efficiently and better creatively than others in the digital animation space. Threshold is the first animation studio to be powered by 40,000 remote computers from the IBM On Demand Center. Additionally, with this new technology, Threshold has virtually eliminated production bottlenecks associated with rendering images, giving the company a near limitless capacity without increasing physical plant space, equipment, and staff. Threshold and IBM have also jointly developed cutting edge proprietary technology that not only allow further production efficiencies, but actually enhances the look of the product. FOODFIGHT! has a look unlike any computer animated movie before it.

Through Threshold's animation techniques, FOODFIGHT! combines the best of traditional two-dimensional cell animation (2-D) with the high tech process of computer generated animation (3-D). Essentially, Threshold artists have developed a way to combine the 2-D techniques from the past like "squash and stretch" with the key frame animation done on the computer. (Squash and stretch gives an animator the ability to create an "elastic" type of character - one that could be pushed or pulled in any direction, but would ultimately snap back - something that couldn't really be done in the computer.) Now, for the first time in computer animation history, Threshold is creating the fluidity of motion, the humor of delayed reactions and expressions like all the classic animation from Warner Bros., Tex Avery, or any 2-D animator had done in the past us.

The biggest producers and brand builders in Hollywood head up all of this technology, talent and artistry. Threshold's management is the same team that helped turn *Mortal Kombat* into the fifth largest entertainment franchise in the world and into a brand, that from all sources worldwide, has grossed nearly \$5 Billion at retail. In short, Threshold's key executives accomplished in terms of Intellectual Property Management on *Mortal Kombat*, what Disney did with *The Lion King* and what Warner did for *Batman*.

Larry Kasanoff, creator and Producer of *FOODFIGHT!*, is Chairman and CEO of Threshold Animation Studios and Threshold Entertainment, the parent company. To date, Threshold has produced *Mortal Kombat* in every entertainment medium in the world, including two blockbuster feature films, two television series, an animated series, a direct to video special, platinum albums, a live touring show, a number one rated website and more. It is now the fifth largest entertainment franchise in the world behind *Batman* and *Star Wars*, grossing over four billion dollars. Previous to Threshold, Mr. Kasanoff was the former President and Co-Founder of Lightstorm Entertainment, producers of *Terminator 2: Judgment Day*. There, Mr. Kasanoff Executive Produced the smash hit *True Lies* starring Arnold Schwarzenegger. Also, as head of Production and Acquisitions for Vestron, producers of *Dirty Dancing*, he produced and/or financed over 200 feature films, including the Academy Award Winning Best Picture *Platoon*.

Joshua Wexler, creator and Executive Producer of *FOODFIGHT!*, is EVP of Creative and Business Development. Mr. Wexler oversees the details of licensing, property acquisition, and brand extensions. Mr. Wexler co-produced Threshold's 3-D digitally-animated video *Mortal Kombat: The Journey Begins*, the digital CD-ROM "*The Ultimate Guide to Mortal Kombat*," produced and wrote the animated series "*Mortal Kombat Defenders of the Realm*" and the story for *Mortal Kombat Annihilation* as well as the upcoming third *Mortal Kombat* movie. Mr. Wexler also pioneered the Company's relationship with IBM, Sprint and Intel, acquired all the brands from the CPG companies to be used in *Foodfight!*, and put together and negotiated the *Foodfight!* video game deal.

George Johnsen, Executive Producer of *FOODFIGHT!*, is Chief Technology/Animation Officer of Threshold Digital Research Labs. As a developer of technologies for the entertainment industry, Mr. Johnsen has

and continues to work with industry giants such as IBM, Sony, Audio Technica, and Crown to provide better tools for digital production and postproduction world. Mr. Johnsen is himself a pioneer of digital postproduction. Prior to joining Threshold, Mr. Johnsen had a successful run as co-producer for the hit sci-fi TV series *Babylon 5*. Johnsen utilized his ability to combine and streamline various in-house visual and audio effects to create an independent digital operation for *Babylon 5*. The operation became the standard in the industry for streamlined efficiency, controlled costs and high creativity.

All of this technology, work, time, talent and artistry will make FOODFIGHT! unlike anything ever before seen on film.

TIME

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'Foodfight!' at Lions Gate

Family unit takes on CG-ani film

By Nicole Sperling

For its inaugural project, the recently rejiggered Lions Gate Family Entertainment said Monday that it will co-produce and distribute the upcoming CG-animated film "Foodfight!" from Larry Kasanoff's Threshold Animation Studios.

With the voice talents of Hilary and Haylie Duff, "Foodfight!" centers on the after-hours world of a supermarket. The film will be released theatrically in fall 2006. Already in production, "Foodfight!" is directed by Kasanoff from a screenplay by Brent Friedman, Rebecca Swanson and Sean Derek.

"We're delighted that Lions Gate Family Entertainment is already feeding our pipeline with exciting new product, and we're thrilled to be in partnership with a singular talent and entrepreneur



Kasanoff

like Larry Kasanoff, who is pushing the envelope of large-scale, quality feature film animation," Lions Gate Films Releasing president Tom

Ortenberg said in a statement.

"Foodfight!" highlights Threshold's 9-month-old alliance with IBM — a relationship that, according to Kasanoff, allows Threshold to utilize IBM's high-powered computer rendering system through the IBM On Demand Center, taking minutes to render what would normally take weeks. "We want to make the highest quality animated movie, but we don't have five years and \$200 million," Kasanoff said.

See "FOODFIGHT!" on page 45

'Foodfight!'

Continued from page 4—

"This solution allows us to get access to unlimited, real-time computing power whenever a scene is too big for our building."

What also is unique about the production is the abundance of promotional opportunities with the packaged goods industry. The film's creators have already acquired the rights to use many consumer packaged goods company's characters in the film, including Mr. Clean and Charlie

the Tuna, among others. The characters will serve as supporting background "actors," not central characters to the story. According to the press release, the companies will announce two major promotional partners soon.

Kasanoff and George Johnsen are producing "Foodfight!" with Ortenberg and Joshua Wexler serving as executive producers and Gregory Cascante and Daniel Suh in co-executive producing roles. Lions Gate Family Entertainment executive vp Ken Katsumoto is overseeing the film for the studio. ■



USA TODAY • THURSDAY, JULY 24, 2003 • 3B

IBM makes play for 'next-generation Pixar'

Plans to team with budding CG firm

By Kevin Maney
USA TODAY

IBM plans to take on *Monsters, Inc.*

The company better known for banking systems is about to announce a partnership with Threshold Digital Research Labs, a budding Santa Monica, Calif., computer-animation company run by Larry Kasanoff, who produced the movie *Terminator 2*.

IBM and Threshold plan to challenge Pixar Animation Studios, creator of *Monsters, Inc.*, *Finding Nemo* and *Toy Story*. Pixar, run by Apple Computer CEO Steve Jobs, has reigned as the undisputed king of computer-generated (CG) films.

If successful, the IBM-Threshold partnership could change the way CG films are created, allowing studios

make (CG) movies with the same speed as we can make a live-action movie," Kasanoff says. On average, it now takes twice as long to make a CG movie.

Threshold and IBM already have a CG movie in the works: *Food Fight*, about what happens in a grocery store after closing time. Trade publication *Millimeter* calls *Food Fight* "one of the most complex digitally animated feature films ever produced," with 138 main characters, 6,254 secondary characters and 174 sets. Kasanoff says it is 14 to 18 months from completion.

"We want to be the next-generation Pixar," Kasanoff says bluntly. The terms of the deal are not being disclosed, though Kasanoff says IBM has "invested multiple millions in us to build our studio."

IBM is not just trying to go Hollywood. The computer company hopes to use Threshold as a high-profile showcase for its new on-demand computing initiative. "The techniques we'll use in this will apply to other industries ... such as oil exploration," says Dick Anderson, an IBM general manager.

The on-demand concept, still in development, is an attempt to make computing power a utility, like electric power. When you need more, instead of buying more computers, you'd be able to plug into the Internet and use computers located in other places. The first applications will be in industries that have huge spikes in computing needs.

CG is a perfect example. When rendering complex scenes, a studio needs vastly more computing power than most other times. Threshold will pull from computers at IBM in Poughkeepsie, N.Y. — "not exactly the center of Hollywood," Anderson jokes.

"If we want 10,000 extra characters in a scene, before we might've said we couldn't afford it," Kasanoff says. "Now we can."

The deal also sets in motion a power play for dominance on the technology side of Hollywood. Early this year, Pixar dumped its longtime tech supplier Sun Microsystems in favor of Intel-based computers running the Linux operating system.

IBM's system at Threshold will also run Linux, throwing yet more weight behind Linux's position in Hollywood, at the expense of Sun and Microsoft. Threshold used to run on Microsoft's Windows.



Threshold Digital Research Labs

Food Fight: Threshold Digital Research Labs has more than a year of work left on this complex CG film.

to churn out more high-quality CG movies at as little as half the cost. "For the first time, we'll be able to

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Big TV groups bigger on election coverage page 6

Thursday, July 24, 2003

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[FRONT PAGE]

IBM teaming with Threshold as lab partner

By Chris Marlowe

IBM announced a joint venture with Threshold Digital Research Labs today that the computer giant said would turn Threshold into a showbiz showcase and laboratory for its technology.

Details of the financial arrangements were not disclosed, but both companies said the announcement represents a deal valued in eight figures. "IBM is

See **IBM** on page 16



Kasanoff

IBM

Continued from page 1—

intent on taking a strong position in the entertainment landscape with this deal," said Dick Anderson, general manager IBM Media & Entertainment and Digital Media.

Threshold will immediately apply new IBM-supplied hardware and software to its full-length digitally animated feature film "Foodfight!" as well as to other visual effects, television animation and location-based entertainment projects already in progress.

"We chose Threshold as our flagship because we saw a tremendous opportunity to team up with one of the most innovative companies in town," Anderson said, noting its success with entertainment franchises like "Mortal Kombat" and its positive impression of "Foodfight!"

Larry Kasanoff, Threshold chairman and film producer, said the deal "enables us to become a state-of-the-art, only one in the world, revolutionary, showplace animation studio." The speed, computing power and the artistic quality of Threshold's work would all be improved, he said.

A key element of the project is IBM's new On Demand initiative, which provides computing power only when needed. Grid technology, which makes it possible to spread a workload between otherwise underutilized computing capabilities, is part of On Demand. Blade servers, which increase the

flexibility of any computing configuration, are another part.

"Peak demand is a challenge for animation studios," Anderson said. "If you buy equipment (to meet it), some of it sits around idle. This balances that workload."

George Johnsen, Threshold's chief animation officer, said his Santa Monica facility has a 400-node rendering system designed with IBM's assistance. It serves as the hub for a largely decentralized production made possible by communications networking technologies.

"IBM's expertise, equipment and support blows away any boundaries we may encounter producing highly sophisticated CG animation," Kasanoff said. "Anything we can think up, we can do."

For IBM, the partnership will provide a real-world application the company can study and learn from. "If we can show how to do this today, other animation studios would love these capabilities," Anderson said. There are applications in other industries with intense rendering needs too, he added, such as medicine and geophysics.

The deal was negotiated by Joshua Wexler for Threshold and by Patty Fry and Michael Kerr on behalf of IBM.

"Foodfight!" is a \$50 million CG project based on a grocery store that comes alive at night, turning into a parallel reality populated by anthropomorphic brand-name products.

Sheigh Crabtree contributed to this report.

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NEXT GENERATION DIGITAL STUDIO

TDRL Pursues Paradigm Shift With *Foodfight!*



By Michael Goldman



At first glance, Larry Kasanoff appeared to be asking his dog for approval on a shot from the upcoming, computer-animated feature film, *Foodfight!*

In the midst of a maelstrom of activity swirling around Santa Monica's Threshold Digital Research Labs (TDRL) on a recent afternoon, the sight of animators waiting anxiously by Kasanoff's door while the aforementioned pooch, Kiley, stared intently at Kasanoff's laptop seemed surreal, to say the least. Eventually, Kiley nudged the screen with her nose, after which the producer promptly asked the artists to make a couple of minor changes to the shot.

As the animators trudged back to their workstations—Kiley following—a chuckling Kasanoff, TDRL's chairman and producer/director of *Foodfight!*, refused to discuss the canine's exact role at the studio. But he did concede that the *Foodfight!* project and his company's five-year effort to become a global, digital animation production studio are both unorthodox endeavors, to say the least.

Risky Business

Foodfight! is the crown jewel in TDRL's master plan, and it is, indeed, a rare development in Hollywood: an independently financed, CG film that is already deep into production outside the studio system. Company executives say the film will include 138 main characters with speaking parts, 6,254 secondary characters that will be glimpsed in groups throughout the film, and 174 sets that include almost 5,000 buildings and 12,000 lights.

If true, all this would make *Foodfight!* one of the most complex digitally animated feature films ever produced, and yet, Kasanoff insists the movie will be made for as much as 40% less than recent, high-end, studio CG movies. He also claims the movie will soon reach the public via a studio distribution deal currently under negotiation.

Foodfight! tells a story about what happens in a supermarket when the lights go out and all the people leave. At that point, the store turns into a wild city, where various product icons—

both fictional icons and animated characters based on icons associated with real products, such as Mr. Clean, Chester Cheetah, and others, all licensed by TDRL—battle the nefarious schemes of the mysterious Brand X.

To illustrate the project's viability and to separate it from other so-called independent CG movie projects, TDRL recently gave *Millimeter* an exclusive, big-screen viewing of a 7-minute clip from the movie—a clip which had been transferred to film and includes fully rendered and richly colored portions of the film's opening sequence, and several scenes featuring impressive character animation. TDRL also showed *Millimeter* several computer models and scenes still under construction.

Kasanoff, former president of James Cameron's company, Lightstorm Entertainment, and producer of the *Mortal Kombat*

On the business side, TDRL proceeded into production on *Foodfight!* before getting anywhere near a studio distribution deal. For a high-end, computer-generated film, this is an exceedingly rare and risky approach.

"We had to put a huge chunk of our own money into the project at the very start," says Kasanoff. "This does break every rule in the producer's handbook, which says, 'Never risk your own money.' But we felt, three years ago, that we had to invest our own money to prove to the world we could make a digitally animated feature independently."

According to Kasanoff, TDRL invested millions of its own money to launch the project, and has since added enough from private investors to permit the movie to be made on a \$60 million budget.

The goal of all this, however, is far more than the mere



TDRL's plan includes the CG feature film *Foodfight!* (above) and high-end CG theme park film work like (top left) *Hershey's The Really Big 3D Show*.

entertainment media franchise, claims the movie will be "proof that \$120 million dollar CG films can be made independently for half that price, at the same or higher quality as studio CG films, and attract the same audience."

This is noteworthy, considering only a handful of domestic companies has ever attempted to self-finance and produce a feature-length CG film that could merit entry into the major studio distribution chain. In fact, the animation landscape is littered with failed projects (see "Cautious Hope," page 22), making TDRL's efforts seem all the more bold.

production of a CG feature. The ultimate plan, Kasanoff ambitiously admits, is to move TDRL to "a level beyond Pixar."

The comparison is made with respect since Pixar remains one of the few independent computer-animation companies ever to make multiple, successful, high-end feature films and retain its independence, although the company had to use its exclusivity deal with Disney to accomplish that goal. Its peers—PDI and Blue Sky—were sold outright to major studios (DreamWorks and Fox, respectively) in order to get there, and few others have even tried.

DIGITAL PRODUCTION

TDRL, on the other hand, enters the fray with no allegiance to any major studio, by offering a product that, creatively and financially, fits distributors' requirements "like a glove," according to Kasanoff. He believes that fun CG movies produced economically represent an enticing low risk for distributors.

To offer those movies, TDRL had to become a global, digital production studio, designed to keep overhead low by working remotely with animators, all of whom are plugged into the company's network. Then, to make sure all the company's finances do not depend solely on *Foodfight!*, TDRL uses that same infrastructure to power a robust production services division that creates high-end CG theme park films, short films, and animated TV shows for outside clients, generating revenue and valuable R&D breakthroughs that are, in turn, applied to the feature film division.



For Nickelodeon, TDRL's production services created Berkeley Breathed's *Edward Fudwupper Fibbed Big*.



Pipeline

TDRL executives emphasize that the recipe for this effort is multi-tiered, including strong stories and a reliance on a lean, veteran management team with extensive experience as film and TV producers. But the technical center of this effort is the studio's digital network.

That network is built around PC-based hardware, off-the-shelf software, the development of select proprietary tools, and the use of high-speed communication technology to permit routine remote collaboration.

Kasanoff hired industry veteran George Johnsen five years ago to serve as TDRL's chief technology officer and build the pipeline's infrastructure.

"The strategy was designed to use off-shelf technology, but often in ways it was not originally designed for," Johnsen explains. The first step in this process was choosing a uniform hardware platform, and TDRL partnered with IBM for this purpose.

"IBM had a number of advantages in terms of digital production," says Johnsen. "First, their base hardware platform, the IntelliStation, is used on a global level, which makes it easy for any artist around the world to work within our equipment specs—an important requirement in building a virtual production network. Second, in addition to IntelliStations, IBM has vast resources at its disposal, and has particular expertise with moving, storing, and tracking tremendously large files. They were equipped to help us move rendered frames of animation around the world. They already had software and database systems that we could modify for digital film production. And finally, IBM is a big supporter of Linux."

According to Johnsen, IBM's worldwide Linux initiative was important because TDRL felt its next technology step should be a logical migration toward the Linux platform.

"At some point, you need to make the operating system invisible if you want to maximize efficiency," Johnsen explains. "Linux makes sense because the interior architecture of the operating system does not slow down with any of the functions, it's a universal upgrading system, and although Windows has improved greatly in terms of making the operating system transparent, Linux is even more transparent. Why is this important for us? If you are dealing with large, high-resolution pieces of art, making a movie, you don't want to see the operating system on your screen. All you want to see is the art. Also, the system works well in terms of our plan for data management and control."

The goal of this approach, according to Johnsen, is to decentralize production. Rather than keeping an entire job under one roof in Santa Monica, or working with a single offshore collaborator, TDRL was committed to the notion of being a virtual studio, and so, Johnsen called upon Sprint's communications network.

"Obviously, we want to utilize talent wherever it exists, and we want to keep overhead low, but we also need to have everyone working with uniform tools to manage the data better," says Johnsen. "This [Sprint] network lets us do that. Each of our animators anywhere in the world can have a common hardware and software suite, which we designed with IBM. We have a 400-node rendering system here at our facility, which we'll be growing as *Foodfight!* moves further along, so we can get scene files from our artists anywhere in the world and render them here into finished frames."

In addition to using off-the-shelf components, TDRL also writes its own software and plug-ins, all dedicated to the goal of producing animation more cost-effectively.

"I'm not a big proponent of writing proprietary systems from the ground up, but I do believe in writing pieces of systems to work with installed technology, so we developed our own artificial intelligence system, to let us animate crowds quicker, for instance," says Johnsen. "We have written other



TDRL chairman Larry Kasanoff

code that enhances our ability to do the sort of 'classic animation' look that you will see in *Foodfight!* But the software and plug-ins we develop work directly with off-the-shelf packages, so there is no additional time wasted trying to get people up to speed. We also use off-shelf software in combinations you don't often see—like LightWave and Maya together. We do that mainly because both have specific advantages, and both have a highly trained user community out there, so as we hire animators to work remotely around the world, we don't have to start from scratch in training them on the technology we use."

Other Building Blocks

TDRL's growing production services division has great synergy with the movie production side because it brings

feature-film production procedures to the world of theme park and ride movies, a place where TDRL has found solutions and shortcuts to many technical challenges.

In the last year, the division created Hershey's *The Really Big 3D Show*, a stereoscopic, feature-length, 3D film for visitors to Hershey's Chocolate World in Hershey, Penn., *Edward Fudwupper Fibbed Big*, a theatrical short for Nickelodeon, directed by *Bloom County* comic strip creator Berkeley Breathed, and the company is also in production on theme park films for Disney and Paramount.

If *Foodfight!* succeeds, Kasanoff predicts this will cause a paradigm shift in how CG features are born in Hollywood. "Look at the history of Hollywood," he says. "People have made great movies for decades. Some of those movies, however, were made for the wrong price. If some movies that are now considered box-office failures were made at half their actual cost, perhaps they wouldn't be considered failures. So the requirement of a company like ours is not only to make great movies, which we are confident we are doing, but to also do it at the right price. We strongly feel that we have created the right approach to make this happen."